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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

January 4, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, Sublease and Lessee Security Agreement Termination, dated as of January 4, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Lease of Railroad Equipment, the Sublease of Railroad Equipment and the Lessee Security Agreement previously filed with the Commission under Recordation Number 16918, 16918-A and 16918-B, respectively.

The names and addresses of the parties to the enclosed document are:

Lessee: National Railroad Passenger Corporation  
10 G Street, NE  
Washington, DC 20002

Owner Trustee: U.S. Bank, National Association  
225 Franklin Street  
Boston, Massachusetts 02110

Chief, Section of Administration  
January 4, 2010  
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A description of the railroad equipment covered by the enclosed document is:

9 F40 Locomotives: AMTK 401 - AMTK 409.

A short summary of the document to appear in the index is:

Memorandum of Lease, Sublease and Lessee Security Agreement  
Termination.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bhs  
Enclosures

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## SURFACE TRANSPORTATION BOARD

Memorandum of Lease, Sublease and Lessee Security Agreement Termination, dated as of January 4, 2010 (this "Memorandum"), by and among NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("Amtrak"), U.S. BANK NATIONAL ASSOCIATION, as successor-in-interest to The Connecticut Bank and Trust Company, National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee (the "Owner Trustee"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Sublease (defined below).

WHEREAS, Amtrak entered into a Lease of Railroad Equipment, dated as of June 1, 1990, between Amtrak, as lessor and Owner Trustee, as lessee, a memorandum of which was recorded with the Interstate Commerce Commission ("ICC"), predecessor to the Surface Transportation Board ("STB"), on June 29, 1990 at 12:50 p.m. under Recordation No. 16918, as supplemented by Lease Supplement No. 1, dated as of July 3, 1990, between Owner Trustee and Amtrak, a memorandum of which was recorded with the ICC on June 29, 1990 at 12:50 p.m. under Recordation No. 16918 (as supplemented, the "Lease"), pursuant to which Amtrak leased the equipment as described on the attached Schedule I (collectively the "Equipment", and each individually, a "Unit");

WHEREAS, Owner Trustee, as sublessor, leased the Equipment back to Amtrak, as sublessee, pursuant to a Sublease of Railroad Equipment, dated as of June 1, 1990, a memorandum of which was recorded with the ICC on June 29, 1990 at 12:50 p.m. under Recordation No. 16918-B, as supplemented by (i) Sublease Supplement No.1, dated as of July 3, 1990, between the Owner Trustee and Amtrak, a memorandum of which was recorded with the ICC on June 29, 1990 at 12:50 p.m. under Recordation No. 16918-B (as supplemented, the "Sublease");

WHEREAS, Amtrak and the Owner Trustee entered into a Lessee Security Agreement (Mortgage), dated as of June 1, 1990, a memorandum of which was recorded with the ICC on June 29, 1990 at 12:50 p.m. under Recordation No. 16918-A, as supplemented by (i) Lessee Security Agreement Supplement No. 1, dated as of July 3, 1990, between Amtrak and Owner Trustee, a memorandum of which was recorded with the ICC on June 29, 1990 at 12:50 p.m. under Recordation No. 16918-A (as supplemented, the "Lessee Security Agreement");

WHEREAS, pursuant to the terms and conditions of the Operative Documents and a Termination and Locomotive Purchase Agreement, dated as of January 4, 2010, Amtrak is purchasing the Leasehold Interest from the Owner Trustee and in connection therewith (i) all of the right, interests, obligations and duties of each of the Parties under the Lease, the Sublease and the Lessee Security Agreement, as applicable, shall be terminated and any and all indebtedness created thereunder with respect to the Leasehold Interest shall be discharged in full, and (ii) the lien under the Lessee Security Agreement is released;

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid sale of the Leasehold Interest, the termination of the Lease, Sublease and Lessee Security Agreement, and the discharge of the lien under the Lessee Security Agreement and the respective interests therein of the Parties;

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum with the STB pursuant to 49 USC section 11301(a).

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

U.S. BANK, NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as  
Owner Trustee

By: 

Name: **EARL W. DENNISON JR.**

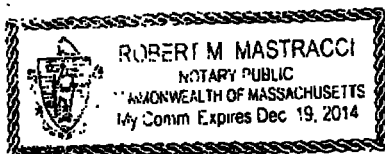
Title: **VICE PRESIDENT**

STATE OF Massachusetts )  
 ) SS.:  
COUNTY OF Suffolk )

On this 22 day of December, 2008, before me personally appeared **EARL W. DENNISON, JR.** who me personally known, who, by me being duly sworn, says that he/she is VICE PRESIDENT of U.S. BANK, NATIONAL ASSOCIATION and that the foregoing instrument was signed on behalf of said national banking association by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said banking association.

*Robert M. Mastracci*  
Notary Public

My commission expires



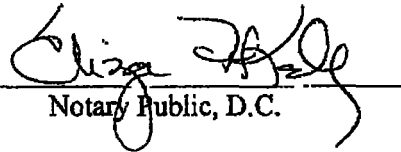
This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

NATIONAL RAILROAD PASSENGER  
CORPORATION

By: Dale M. Stein (Red)  
Name: Dale M. Stein  
Title: Treasurer

DISTRICT OF COLUMBIA: SS

On this 23<sup>rd</sup> day of December 2009, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public, D.C.

My Commission Expires: 31 July 2014

SEAL



Schedule A to  
Memorandum of Lease, Sublease  
and Lessee Security Agreement  
Termination

**EQUIPMENT**

<u>EQUIPMENT TYPE</u>	<u>AMTRAK EQUIPMENT NUMBER</u>
F40 Locomotive	401
F40 Locomotive	402
F40 Locomotive	403
F40 Locomotive	404
F40 Locomotive	405
F40 Locomotive	406
F40 Locomotive	407
F40 Locomotive	408
F40 Locomotive	409

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/4/2010



\_\_\_\_\_  
Robert W. Alvord